

ALBERTA FOSTER AND KINSHIP ASSOCIATION
BYLAWS
DRAFT with Mark up, October 2025

PART ONE: DEFINITIONS AND INTERPRETATION

1.1 DEFINITIONS

a) In the bylaws of the Association, unless the context otherwise requires:

- i. "Act" means the *Societies Act* of Alberta and any statute that may be substituted therefor, as from time to time amended;
- ii. "Annual General Meeting" means the meeting as described at section 3.2 hereof;
- iii. "Application" means the Association's application for registration, registered on April 10, 1974;
- iv. "Association" means the Alberta Foster and Kinship Association;
- v. "Appoint" includes elect and vice versa;
- vi. "Board" means the Board of Directors of the Association;
- vii. "Bylaws" means these bylaws and all other bylaws of the Association from time to time in force and effect;
- viii. "Director" means any person elected or appointed to the Board.
- ix. "DFNA" means Delegated First Nations Agencies;
- x. "Financial Statement" means a statement setting out the Association's income, disbursements, assets, and liabilities, audited and signed by the Association's auditor;
- xi. "Government Ministry" means the Ministry of Children and Family Services, or such other ministry as designated to oversee foster care and kinship care within the Province of Alberta
- xii. "Good Standing" - means a Member who complies with the Bylaws, policies, and Code of Ethics of the Association, has paid all applicable membership fees on time, and is not under suspension or expulsion by the Board;

- xiii. “Head Office” means 10263-178 St. NW Edmonton, AB T5S 1M3, or another such address as designated by the Board, from time to time;
- xiv. “Members” means, individually or collectively, the General Foster and Kinship Caregiver Members, Voting Foster and Kinship Caregiver Members, Associate Members, Lifetime Members, ~~and Corporate/Agency Members~~, all as defined in Section 2.1 hereof;
- xv. “Motion” means a formal proposal made by a Member or Director during a meeting, which is subject to discussion and a vote in accordance with the procedures established by the Association;
- xvi. “IGB” means Indigenous Governing Body;
- xvii. “Officer” means any Officer as listed in section 7.2;
- xviii. “MICSO” means Metis and Indigenous Children’s Services Offices;
- xix. "Recorded address" means, in case of a Member, Director, Officer, or auditor, their latest address as recorded in the records of the Association;
- xx. “Regional/District Foster and Kinship Caregiver Association” means a formal group of foster and kinship caregivers who meet regularly within a specific region/district.
- xxi. “Resolution” means a formal decision adopted by the Board or Members through a vote at a duly convened meeting, as outlined in Part 3.0 (Membership Meetings) and Part 5.0 (Board Meetings). A Resolution is passed by a simple majority unless otherwise specified in these Bylaws or required by law;
- xxii. “Special Meeting” means any meeting of the Members that is not the Annual General Meeting as described in section 3.3;
- xxiii. “Special Resolution” means a resolution passed at an Annual General Meeting or a Special Meeting of the Members, where notice specifying the intention to propose the resolution as a Special Resolution has been given to all Members at least thirty (30) days in advance, and which is approved by not less than two-thirds (2/3) of the Voting Foster and Kinship Caregiver Members present. Special Resolutions are required for amendments to the Bylaws, dissolution of the Association, and other matters as required under the Societies Act of Alberta.

1.2 INTERPRETATION

- a) To the extent of any conflict between the provisions of the Bylaws and the provisions of the Act, the provisions of the Act shall govern.
- b) The headings used throughout the Bylaws are inserted for convenience of reference only and are not to be used as an aid in the interpretation of the Bylaws. Sections followed by a number means or refers to the specified section of the Bylaws.

- c) Where reference is made to a time restriction herein, such time restriction is deemed to have expired at 11:59pm on the day specified for the same.
- d) The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.
- ~~e) Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.~~
- f) Unless otherwise stated, terms defined in the Act have the same meanings in these Bylaws. Words in the singular include the plural, and vice versa. Words referring to a specific gender include all genders. References to "persons" include individuals, corporations, partnerships, trusts, and unincorporated organizations.

PART TWO: MEMBERSHIP

2.1 CLASSES OF MEMBERSHIP

- a) There shall be four (4) classes of Members, as follows:
 - i. General Foster and Kinship Caregiver Member: Any individual who is approved by the Government Ministry and who meets the eligibility criteria as established by the Association, from time to time, may become a General Foster and Kinship Caregiver Member.
 - ~~ii. Voting Foster and Kinship Caregiver Member: Any individual who is approved by the Government Ministry and who meets the eligibility criteria as established by the Association, from time to time, and who has been a General Foster and Kinship Caregiver Member for at minimum a continuous period of at least 12 months. for no less than one calendar year as at March 1st of the current year and who has renewed their membership, including paying any associated fees, may become a Voting Foster and Kinship Caregiver Member.~~
 - iii. Associate Member: Any individual, aside from an individual entitled to become a General Foster and Kinship Caregiver Members or a Voting Foster and Kinship Caregiver Member, who meets the eligibility criteria as established by the Association, from time to time, may become an Associate Member.
 - iv. Lifetime Member: Any individual who has made a significant contribution to the Association, as determined by the Association's Officers and Board of Directors, will be awarded a Lifetime Member.

2.2 RIGHTS OF MEMBERS

- a) Attendance at Meetings
 - i. All Members have the right to receive notice of, and to attend, the Annual General Meetings and Special Meetings of the Association.
- b) Voting at Meetings
 - i. Voting Foster and Kinship Caregiver Members ~~and Lifetime Members~~ shall have the right to vote at the Annual General Meetings and Special Meetings of the Association.
 - ii. General Foster and Kinship Caregiver Members, Associate Members, and ~~Corporate/Agency Members-Lifetime Members~~ shall not be entitled to vote at the Annual General Meetings or Special Meetings of the Association.
- c) Access to Information and Services
 - i. At a Member's request, a Member shall be provided with a copy of the Association's Application and Bylaws, along with copies of the Association's policies and procedures.
 - ~~ii. All Members shall be entitled to access the Association's supports and services as are generally made available to non-Members.~~
Non-Members may access the Association's supports and services, except where specific programs or benefits are designated as exclusive to Members. Certain programs or benefits may also be restricted to specific categories of Membership as determined by the Association.

2.3 OBLIGATIONS OF MEMBERS

- a) Every Member shall, at all times, without limitation:
 - i. conduct themselves in accordance with the Bylaws and objectives of the Association;
 - ~~ii. conduct themselves in accordance with the rules and policies of the Association, as determined from time to time. including but not limited to the Association's Code of Ethics for Foster and Kinship Caregivers;~~
 - iii. provide written notice to the office of the Association any change of address or other contact information within thirty (30) days of the change of the same; and
 - iv. pay membership fees, as applicable, and otherwise keep their membership with the Association current.

- v. Engage with the Association in a respectful and professional manner, contributing to a positive and supportive community for all members.
- vi. The Association will make reasonable efforts to inform Members of their rights and responsibilities.

2.4 MEMBERSHIP FEES

- a) Each Voting Foster and Kinship Caregiver Member and Associate Member may be required to ~~shall~~ pay annual membership fees to the Association in such amount and on a date as shall be determined from time to time by the Board. Members shall pay the membership fees by the due date established by the Board for the same.
- b) The Board may determine that no annual membership fee is required for one or more categories of membership.

2.5 WITHDRAWAL OF MEMBER

- a) Any Member wishing to withdraw from membership may do so upon written notice to the Board through the ~~Chief Executive Officer~~ Executive Director. The withdrawal of membership shall become effective immediately upon the giving of such notice.

2.6 REMOVAL OF MEMBER

- a) If any ~~Voting or Associate Member (as applicable)~~ is in arrears for membership fees for any year, such Member shall automatically be suspended at the expiration of one (1) month from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association unless and until reinstated.
- b) ~~The Board shall have the power to expel any Member whose conduct is determined to be improper, unbecoming, or likely to endanger the interests or the reputation of the Association, or who breaches the Bylaws or policies of the Association.~~ The Board shall have the authority to expel any Member whose actions are determined to breach the Bylaws or policies of the Association, or whose conduct poses a risk to the interests, operations, or reputation of the Association. In the event that the Board determines, upon a two thirds (2/3) majority vote, that a Member should be expelled from membership in the Association, the President, or such other Officer as may be designated by the Board, shall provide thirty (30) days' written notice of expulsion to the Member. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the written notice within such thirty (30) day period. In the event that no written submissions are received by the President, or such other Officer as may be designated by the Board, the Board may proceed to notify the Member that the Member has been expelled from membership in the Association. If

written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision, and shall notify the Member concerning such final decision within twenty (20) days of the receipt of such submissions. The Board's decision shall be final and binding on the Member without any further right of appeal.

PART THREE: MEMBERSHIP MEETINGS

3.1 General (Annual and Special)

- a) ~~Every meeting of the Members, other than an Annual General Meeting, is a special meeting.~~
- b) The Association shall hold an Annual General Meeting (AGM) as required by the Bylaws section 3.2.
- c) Any meeting of the Members other than the AGM shall be considered a Special Meeting.
- d) Meetings of the Members shall be held at time and place in Alberta, as designated by the Board.
- e) Meetings may be held or attended by electronic means as determined by the board.
- f) No business, other than the election of a chairman and the adjournment or termination of a meeting of the Members shall be conducted at a time when a quorum is not present.
- g) At any meeting of the Members, provided a quorum existed at the time the meeting was called to order, a quorum shall be deemed to have existed throughout the meeting.
- h) If, within thirty (30) minutes from the time appointed for a meeting of the Members, a quorum is not present, the meeting of the Members, if convened on the requisition of Members, shall be terminated; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting of the Members, a quorum is not present within thirty (30) minutes from the time appointed for the meeting of the Members, the Members present shall constitute a quorum.
- i) In order of priority, the President, Vice-President, Past President, ~~Chief Executive Officer~~ **Executive Director** -or, in the absence of all four (4), one of the Directors present, shall preside as chairman of a meeting of the Members. If no Officers or Directors are present within fifteen (15) minutes from the time appointed for a meeting of the Members, or the same are unwilling to act as chairman, the Members shall choose one of their number to be chairman.

- j) A meeting of the Members may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. No notice shall be required of any adjournment.
- k) At all meetings of Members every **Question Motion** shall be decided by a simple majority of the votes of the Members present and entitled to vote, unless the matter is submitted to the membership on the basis of mail-in ballot or unless otherwise required by the Bylaws of the Association, or pursuant to law.
- l) Members with the right to vote are entitled to one vote.
- m) Voting shall be by show of voting **paddles cards**, unless otherwise noted by ballot. If voting by ballot, the ballot shall be taken in such manner as the chairperson of the meeting shall direct.
- n) In case of an equality of votes at any meeting of the Members, regardless of how those votes are cast, the President of the Association or such other chairperson, as the case may be, shall be entitled to a second or deciding vote.
- o) A declaration by the chairperson of the meeting of the Members that a Resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be conclusive proof of the number or proportion of votes accorded in favour of or against a Resolution.
- ~~p) A Resolution in writing signed by all Voting Foster and Kinship Caregiver Members of the Association and placed with the minutes of the Members is as valid and effective as if regularly passed at a meeting of the Members.~~
- q) A Resolution in writing circulated to all Voting Foster and Kinship Caregiver Members shall be valid and effective as if passed at a duly called meeting, provided that reasonable notice has been given to all eligible Members, at least ten percent (10%) of Members respond within the timeframe set by the Board, and at least two-thirds (2/3) of those who respond support the Resolution. The Resolution may be circulated by email or other electronic means, as determined by the Board. Submissions made in writing or by electronic means shall be considered valid responses as determined by the Board.

3.2 ANNUAL GENERAL MEETING

- a) The Association shall hold an Annual General Meeting on or before the 31st day of December in each calendar year, on a date to be determined by the Board.
- b) Notice of the Annual General Meeting shall be given thirty (30) clear days in advance, through email or **pre-paid registered** mail (sent to the membership of the Association at the time the notice is sent).

- c) The agenda for the Annual General Meeting shall be prepared by the Board and shall be distributed to the Members with the meeting notice. The agenda shall include, at a minimum, the presentation of an annual report of the Board, the Financial Statement, and the report of the auditors, ~~as well as decisions on all Special Resolutions brought forward by the Members. To be included in the Annual General Meeting, Special Resolutions must be received by the Chief Executive Officer forty five (45) clear days before the Annual General Meeting.~~
- d) Resolutions may be brought forward by the Board or by at least five (5) Voting Members in Good Standing. Resolutions that propose amendments to the Bylaws or changes requiring a Special Resolution under the Societies Act must be submitted as a Special Resolution. All other Resolutions may be submitted as regular Resolutions. To be included in the Annual General Meeting, all Resolutions must be submitted to the Executive Director at least forty-five (45) clear days prior to the meeting.
- e) The quorum at the Annual General Meeting shall be an aggregate of fifteen (15) Voting Foster and Kinship Caregiver Members ~~and Lifetime Members.~~

3.3 SPECIAL MEETING

- a) The Board may, at their discretion, call a Special Meeting.
- b) The President may, at their discretion, call a Special Meeting.
- c) The President must call a Special Meeting upon the written request of five (5) voting Members in good standing.
- d) Notice for a Special Meeting must be given in the same manner as the notice for the Annual General Meeting. The notice shall include a statement of the purpose of the Special Meeting and an Agenda.
- e) The quorum for a Special Meeting shall be an aggregate of ten (10) Voting Foster and Kinship Caregiver Members. ~~and Lifetime Members.~~

PART FOUR: DIRECTORS

4.1 BOARD OF DIRECTORS

- a) The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do and which are not by these Bylaws or by statute otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, and shall manage all the activities of the Association but subject, nevertheless, to all laws affecting the Association, the Bylaws, and policies and rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in a general meeting.

- b) Without prejudice to, or limitation of, the general powers conferred herein, other than the express limitations set out in subsection 4.1(a) herein above, the Directors shall have the power to:
- i. pass, without any confirmation by the Members, all necessary policies and procedures related in any way to the operations of the Association, including, without limitation, conduct of Members, and rules of order for meetings;
 - ii. change the Head Office from one location to another;
 - iii. borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
 - iv. decide on the requisite number of Directors for each year; and
 - v. decide on those Directors, if any, to chair committees.
- c) The affairs of the Association shall be managed by a Board of Directors, each of whom at the time of their election and throughout their term of office shall be duly qualified.
- d) ~~The Board shall be composed of no more than fifteen (15) Directors in total, including Officers, and shall comprise the following, at minimum: The Board shall consist of the following, minimally:~~
- ~~i. The Officers of the Board; President, Vice President, Treasurer, and Past President, as described in Section 7 (Officers) of these Bylaws.~~
 - ~~ii. at least one (1) Director from each of the regions outlined by the Government Ministry, as nominated by the Regional/District Foster and Kinship Association; or by the Board~~
 - ~~iii. at least one (1) Director from Treaty 6 region, as nominated by a DFNA or the Board;~~
 - ~~iv. at least one (1) Director from Treaty 7 region, as nominated by a DFNA or the Board;~~
 - ~~v. at least one (1) Director from Treaty 8 region, as nominated by a DFNA or the Board;~~
 - vi. A minimum of (3) Director positions shall be reserved for individuals from Indigenous communities who bring knowledge, lived experience, or insight into matters relevant to Indigenous caregivers, children, or the unique challenges faced by Indigenous Nations. The Board will strive to appoint individuals whose perspectives reflect the diversity of Indigenous communities across Alberta, including representation from Treaty 6, Treaty 7, and Treaty 8 regions;
 - vii. ~~and at least one (1) Director from a Metis settlement region, as nominated by a MICSO or the Board; and~~
 - viii. A minimum of one (1) Director position shall be reserved for an individual from a Métis Settlement region who brings knowledge, lived experience, and insight

into matters relevant to Métis caregivers, children, or the unique challenges faced by Métis communities;

- ix. additional Directors at large, as ~~nominated~~ appointed by the Board.
- e) A maximum of three (3) Directors may be individuals who are not Voting Foster and Kinship Caregiver Members of the Association. These individuals may be appointed by the Board for their skills, experience, or perspectives that support the mission and work of the Association. All remaining Director positions shall be filled by Voting Foster and Kinship Caregiver Members in good standing. At all times, at least fifty percent (50%) of the Board must be comprised of Voting Foster and Kinship Caregiver Members in good standing.

4.2 ELIGIBILITY

- a) All Directors must be either a Voting Foster and Kinship Caregiver Member or an Associate ~~Lifetime~~ Member of the Association in good standing.
- b) No Director may be a current employee of the Association.
- c) ~~No Director may be under assessment through the Government Ministry with respect to their role as a caregiver. If under assessment through the Government Ministry, only once a documented resolution has occurred may an individual once again be eligible to be a Director.~~
- d) Be at least eighteen (18) years of age.
- e) Not have been bankrupt or have made a voluntary assignment in bankruptcy in the last seven (7) years.
- f) Not be convicted of a financial or fraud-related offense or currently under investigation for misconduct related to vulnerable persons.

4.3 OBLIGATIONS

- a) Every Director shall, without limitation:
 - i. at all times conduct themselves in accordance with the Board Code of Ethics and Conduct of the Association;
 - ii. arrive prepared for all Board meetings, unless otherwise excused in advance from attendance at the same;
 - iii. liaise with elected officials, as required;

- iv. interact with Members in the region within which they reside, as applicable; and
- v. report to the Board regarding the region in which they reside, including, but not limited to, information regarding the same, and the challenges and achievements of Members working or residing in the same.
- vi. Prepare and submit a Board report in accordance with the requirements set out in Board policies, as may be amended from time to time.

4.4 ELECTION AND APOINTMENT OF DIRECTORS

- a) Each regional Director shall be elected by a majority of the voting Members at their Regional Annual General Meeting. In the absence of such a nomination, the Board shall nominate a Director to represent that region.
- b) The President, Vice President, Treasurer, and Past President shall be appointed in accordance with the process set out in Section 7 of these Bylaws.
- c) All remaining Director positions shall be appointed by resolution of the Board.

4.5 TERM

- a) The Directors shall each serve for a two (2) year term; to a maximum of six (6) consecutive years. Extensions may be approved by Board.

4.6 WITHDRAWAL

- a) Any Director wishing to withdraw from their position may do so upon written notice to the Board through the ~~Chief Executive Officer~~ Executive Director. In the case of the ~~Chief Executive Officer~~ Executive Director, such written notice to the Board shall be through the President. The withdrawal of a Director shall become effective immediately upon the giving of such notice.

4.7 REMOVAL

- a) The Board may ~~by Special Resolution~~ remove a Director before the expiration of their term, and may elect a successor to complete the term, provided that notice of such proposal was provided not less than twenty-one (21) days in advance of the meeting held for the same.
- b) A Director shall be automatically removed from the Board if they no longer meet the eligibility requirements specified in these Bylaws. The Board shall provide written notice of automatic removal to the affected Director as soon as reasonably possible.

- c) A Director who is absent from two (2) consecutive regular Board meetings without prior notice and approval may be removed by a two-thirds (2/3) majority vote of the Board, subject to the 21-day notice requirement.
- ~~d) A Director shall be automatically removed from the Board in the event that the Director fails to meet the eligibility requirements specified herein, or has been absent, without prior notice and approval by two thirds (2/3) majority of the Board, for three(3,) consecutive regular meetings of the Board.~~
- e) A Director who becomes subject to an assessment by the Government Ministry regarding their role as a caregiver shall immediately notify the President of the Board, or in the event the President is the subject of the assessment, the Vice-President. The President (or Vice-President) shall review the nature and circumstances of the assessment in consultation with a designated group of Directors, as appropriate, to maintain confidentiality. Based on this review, a determination shall be made as to whether the Director may continue to serve during the assessment period. If the assessment results in a finding that the Director is ineligible to provide foster or kinship care, or if it raises concerns about their ability to fulfill their duties as a Director, the Board may, by a two-thirds (2/3) majority vote, remove the Director from the Board without requiring advance notice.

4.8 VACANCY

- a) A vacancy on the Board, however caused, may, so long as a quorum of Directors remain in office, be filled by the Board from among the eligible Members of the Association, if the Board so elects.
- b) Vacancies on the Board, however caused, may, so long as a quorum of Directors remain in office, be filled by the remaining Directors from among the eligible Members of the Association. The Directors may, at their sole discretion, solicit nominations from the relevant Regional Foster and Kinship Caregiver Association prior to filling the vacancy.
- c) Each Director appointed to fill a vacancy shall hold office until the expiration of the term of office for which appointed, as the case may be, or until a successor has been elected.

4.9 REMUNERATION

- a) ~~No Director shall be entitled to remuneration from the Association for having been a Director.~~ Directors may receive remuneration for their service, provided it is authorized under a policy approved by the Board of Directors. The policy must include provisions for transparency, conflict of interest, and fair compensation practices.
- b) Notwithstanding the foregoing, a Director may be reimbursed by the Association for an expense incurred by such Director upon proof of the same, provided that the Director sought and received prior approval from the President and ~~Chief Executive Officer~~ Executive Director to incur such expense.

PART FIVE: BOARD MEETINGS

5.1 MEETINGS

- a) Meetings of the Board shall be held at time and place in Alberta, as designated by the Board.
- b) Meetings may be held or attended by electronic means.
- c) Notice of Board meetings shall be given not less than five (5) clear days in advance to each Director, through telephone, email or ~~pre-paid-registered~~ mail.
- d) Notwithstanding the foregoing, the Board may appoint a day or days in any month or months for regular meetings, at a time to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the Annual General Meeting of the Association.
- e) Meetings of the Board may be called by the President, Vice-President, any two (2) Directors, or by the ~~Chief Executive Officer~~ Executive Director on direction of any of the Officers.
- f) The quorum at a Board meeting shall be a simple majority of the Directors then in office. At any meeting of the Board, provided a quorum existed at the time the meeting was called to order, a quorum shall be deemed to have existed throughout the meeting.
- g) No business, other than the election of a chairman and the adjournment or termination of a meeting of the Board shall be conducted at a time when a quorum is not present.
- h) If, within thirty (30) minutes from the time appointed for a meeting of the Board, a quorum is not present, the meeting of the Board shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting of the Board, a quorum is not present within thirty (30) minutes from the time appointed for the meeting of the Board, the Directors present shall constitute a quorum
- i) A meeting of the Board may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. No notice shall be required of any adjournment
- j) The President shall act as chairperson of all Board meetings. If the President is not present within fifteen (15) minutes of from the time appointed for a meeting of the Board, or the same is unwilling to act as chairman, the Vice-President shall act as chairperson. If the President or Vice-President are not present within fifteen (15) minutes from the time appointed for a meeting of the Directors, or the same are unwilling to act as chairman, the Directors shall elect, by simple majority, one of the Directors then present and willing to be chairman for the purposes of that Board meeting only.

5.2 VOTING

- a) Directors are entitled to one vote.
- b) Voting shall be by show of hands or orally, unless otherwise noted by ballot.
- c) If voting by ballot, the ballot shall be taken in such manner as the chairperson of the meeting shall direct.
- d) A Resolution in writing signed by all Directors of the Association and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.
- e) At all meetings of the Board every ~~Question-Resolution~~ shall be decided by a simple majority of the votes of the Directors present and entitled to vote, unless otherwise required by the bylaws of the Association, or pursuant to law
- f) In case of an equality of votes at any meeting of the Board, regardless of how those votes are cast, the chairperson of the meeting shall be entitled to a second or deciding vote.
- ~~g) All special resolutions proposed at a meeting of the Board shall be decided by a two-thirds (2/3) majority of votes of Directors present and entitled to vote at the same.~~
- h) Certain decisions of the Board shall require the approval of not less than two-thirds (2/3) of the Directors present and entitled to vote at a duly called Board meeting. These decisions include, but are not limited to, the removal of a Director prior to the expiration of their term, the hiring or termination of the Executive Director, and any decision related to the dissolution, merger, or fundamental restructuring of the Association.
- i) A declaration by the chairperson of the Board meeting that a Resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be conclusive proof of the number or proportion of votes accorded in favour of or against a Resolution.

PART SIX: COMMITTEES

6.1 COMMITTEES

- a) The Board may delegate any, but not all, of their powers to committees which may consist of such Director or Directors and/or Members as they deem fit.
- b) The standing committees of the Board shall be a Bylaws and Policy Committee; a Personnel Committee; ~~and a Nomination Committee~~ and a Finance, Audit and Risk Management Committee. The Board may appoint such further and other committees, from time to time, as it deems advisable.

6.2 POWERS OF COMMITTEES

- a) The exercise of the powers so delegated to a Committee shall conform to any rules imposed on the committee by the Board.
- b) No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board.

6.3 MEETINGS

- a) The members of a Committee may meet and adjourn as they deem fit.
- b) The powers of any Committee may be exercised by a meeting at which a quorum is present or by Resolution in writing signed by all the members of such Committee who would have been entitled to vote on that Resolution at a meeting of the Committee.
- c) The quorum at a Committee meeting shall be a simple majority of the then members of the Committee. At any meeting of the Committee, provided a quorum existed at the time the meeting was called to order, a quorum shall be deemed to have existed throughout the meeting.
- d) No business, other than the election of a chairman and the adjournment or termination of a meeting of the Committee shall be conducted at a time when a quorum is not present.
- e) If, within fifteen (15) minutes from the time appointed for a meeting of the Committee, a quorum is not present, the meeting of the Committee shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting of the Committee, a quorum is not present within fifteen (15) minutes from the time appointed for the meeting of the Committee, the Committee members then present shall constitute a quorum
- f) A meeting of a Committee may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. No notice shall be required of any adjournment
- g) If not designated by the Directors, members of a committee shall elect a member of the Committee from amongst such members to be the committee chairman. The committee chairman shall serve a term of one (1) year.

6.4 VOTES

- a) At all meetings of Committees, every ~~Question~~ Motion shall be decided by a majority of the votes cast on the ~~Question~~ Motion.
- b) In the case of an equality of votes, the chairman of the Committee meeting shall be entitled to a second or casting vote.

6.5 REPORTS OF COMMITTEES

- a) Each committee shall submit reports to the Board as requested by the Board.

PART SEVEN: OFFICERS

7.1 ELIGIBILITY

- a) There shall be a President, Vice-President, Past-President, ~~Chief Executive Officer~~ **Executive Director**, Treasurer, and such other Officers as the Board may determine, at their sole discretion, from time to time.
- b) ~~The Executive Director shall serve as an ex-officio, non-voting member of the Board. The Executive Director shall provide information, advice, and operational updates but shall not participate in governance decisions.~~
- c) All Officers shall be Members in good standing of the Association.
- d) ~~Not more than one (1) Officer position shall be held concurrently by the same person.~~
- e) No individual shall hold more than one (1) Officer position concurrently. Officers shall not simultaneously serve as Regional Directors, except where the position would otherwise remain vacant despite reasonable efforts to secure a qualified nominee.
- f) ~~The President, Vice President, Past President, and Treasurer shall not be remunerated for being or acting as an Officer other than for expenses necessarily and reasonably incurred while engaged in the affairs of the Association, as expressly approved in advance by the Board.~~

7.2 PRESIDENT

- a) The President shall, without limitation:
 - i. preside at all meetings of the Members and the Board;
 - ii. supervise the other Officers in the execution of their duties; and
 - ~~iii. be ex-officio a member of all committees. **except the Nomination Committee.**~~
 - iv. carry out the duties as assigned by the Board**

7.3 VICE-PRESIDENT

- a) The Vice-President shall, without limitation:
 - i. carry out the duties of the President in their absence, or at their request;

~~ii. not be a member of the Nomination Committee; and~~

iii. carry out the duties as assigned by the President and Board.

7.4 PAST-PRESIDENT

- a) The Past-President shall, without limitation:
- i. act in an advisory capacity to the President; and
 - ii. carry out the duties assigned by the Board.

7.5 ~~CHIEF EXECUTIVE OFFICER~~ EXECUTIVE DIRECTOR

- a) The ~~Chief Executive Officer~~ Executive Director shall, without limitation:
- i. manage and direct the business of the Association, as directed by the Board, excepting matters that must lawfully be transacted by the Board or the Members; and
 - ii. report on the affairs of the Association to the Board, as requested by the Board.

7.6 TREASURER

- a) The Treasurer shall, without limitation:
- i. render financial statements to the Board, Members and others when required;
 - ii. submit the Association's year end financial records and proposed budget to the Board at the close of the Association's fiscal year;

7.7 ELECTION

- a) President and Vice-President
- i. The positions of President and Vice-President shall be elected by the Members at the Annual General Meeting.
 - ii. The Association shall seek nominations from the Members for the positions of President and Vice-President, or either of them, as the case may be, by emailing or mailing a nomination form, as approved by the Board from time to time, to the Members then eligible to vote, as at the date of mailing, not later than ninety (90) days in advance of the Annual General Meeting.
 - iii. The Members entitled to vote may return the completed nomination form to the Head Office of the Association no later than sixty (60) days in advance of the Annual General Meeting. Any nomination forms received by the Association later than sixty (60) days in advance of the Annual General Meeting, or received

from anyone other than a Member then entitled to vote, will not be considered by the Association.

- iv. The election of the President and Vice-President, or either of them, as the case may be, may be conducted by mail-in ballot, as the Board may determine, at their sole discretion. In such case, not later than forty five (45) days in advance of the Annual General Meeting, the Association shall cause to be delivered to the Members then entitled to vote, a ballot listing the nominees, for completion by the Member then entitled to vote. The mail-in ballot, if any, shall be returned to the Association at its Head Office, or as otherwise directed on the mail-in ballot, not later than fourteen (14) days in advance of the Annual General Meeting, after which date no mail-in ballots will be accepted.
- v. Members then entitled to vote will be permitted to vote in the election of the President and Vice-President, or either of them, as the case may be, at the Annual General Meeting, as otherwise prescribed in these Bylaws, provided that their mail-in ballot has not been otherwise received by the Association in accordance with the provisions of these Bylaws.

b) General

- i. The position of Past-President shall be filled by the retiring President.
- ii. The Treasurer shall be elected by a majority of the Directors at the first meeting of the Directors in each calendar year **in which the Treasurer's term expires.**

7.8 TERM

- a) The President and Vice-President shall be elected for a term of two (2) years.
- b) The Past-President shall be elected for a term of one (1) year, unless the Board requests, at any time throughout the Past-Presidents term, that the Past President serve an additional one (1) year, for a total of a term of two (2) years.
- c) Officers, other than the President, Vice-President, and Past-President shall be elected for a term of ~~one (1)~~ **two (2) years.**

7.9 REMOVAL

- a) The Directors may, by two thirds (2/3) majority vote, remove an Officer before the expiration of their term of office, and may elect a successor to complete the term.
- ~~b) An Officer shall be automatically removed from the office held by the same in the event that the Officer becomes bankrupt, makes a voluntary assignment in bankruptcy, or is otherwise declared bankrupt or insolvent by a court of law.~~

7.10 VACANCY

- a) A vacancy in the office of the President shall be filled by the Vice-President for the remainder of the unexpired term.
- b) Each Officer appointed to fill a vacancy shall hold office until the expiration of the term of office for which elected or appointed, as the case may be, and until a successor has been elected.

PART EIGHT: INDEMNIFICATION

- 8.1 Every Director and Officer, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Association and exercise the case, diligence and skill that a prudent person would exercise in comparable circumstances.
- 8.2 There shall be no monetary liability on the part of, and no cause of action for damages shall arise against, any Director or Officer of the Association based upon any alleged failure to discharge the duties of such Director or Officer unless the duties are performed in bad faith.
- 8.3 Subject to the Act, the Association shall indemnify Directors, Officers, former Directors and former Officers, and their heirs and legal representatives against all costs, charges, and expenses including any amount paid to settle an action or satisfy a judgment reasonably incurred by such Directors or Officers in respect of any civil, criminal, or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer if:
 - a) They acted honestly and in good faith with a view to the best interests of the Association; and
 - b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believe that their conduct was lawful.
- 8.4 The Association may also indemnify such other persons in such circumstances as the Act permits or requires. Nothing in these Bylaws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these Bylaws.
- 8.5 The Association is authorized to maintain in full force and effect standard policies of directors and officers liability insurance and comprehensive business insurance covering all Directors and Officers of the Association, insuring them against liability for any action taken or not taken by them in their capacities as Directors and Officers to the extent set forth in such policies.

PART NINE: NOTICE

- 9.1 Any notice may be given either personally or by delivery, mail, facsimile, or email to the persons entitled to the same at the persons recorded address on file with the Association.
- 9.2 Any notice shall be deemed to have been given as follows:

- a) If personally or by delivery, at the time of delivery;
- b) if mailed, three (3) business days after the mailing thereof;
- c) if transmitted by facsimile, on the next business day following the transmittal thereof, as evidenced by the confirmation of transmission; or
- d) if transmitted by email, on the next business day following transmittal thereof, as evidenced by the confirmation of a delivery receipt.

9.3 The accidental omission to give any notice to any Member, Director, Officer, auditor, or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.4 Any person entitled to notice may waive such requirement and may ratify any proceedings.

PART TEN: EXECUTION OF DOCUMENTS AND PAYMENT

10.1 Deeds, transfers, assignments, contracts, obligations, and other instruments may be signed on behalf of the Association by any two (2) of the President, Vice-President, or ~~Chief Executive Officer~~ **Executive Director** . Notwithstanding the foregoing, the Board may, from time to time, direct the manner in which and the person or persons by whom any instrument or instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

10.2 All cheques or orders for the payment of money on behalf of the Association shall require the signature of two (2) authorized Directors or Officers. Any one (1) authorized Director or Officer may deposit with the Association's bankers any cheques or orders for the payment of money to the Association.

10.3 Any one (1) authorized Director or Officer may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

PART ELEVEN: BOOKS, RECORDS AND REPORTS

11.1 The Board shall see that all necessary minutes of proceedings, books and records of the Association required by the Bylaws of the Association or by any applicable statute or law are regularly and properly kept and the custody of all such minutes of proceedings, books and records shall be kept at the Head Office.

- 11.2 The books and records of the Association may be inspected by any Member in good standing upon no less than seven (7) days' notice to the Head Office and such inspection shall occur between the hours of 8:30 A.M. and 4:30 P.M. on any weekday which is not normally a holiday.

PART TWELVE: SEAL

- 12.1 The seal of the Association, if any, shall be in such form as the Board from time to time by resolution may approve, and shall be maintained at the Association's Head Office.

PART THIRTEEN: DEPOSIT OF SECURITIES FOR SAFEKEEPING

- 13.1 The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board, in their sole discretion. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by the Officer or Officers, agent or agents of the Association, and in the manner as shall, from time to time, be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions, which may be selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds of them.

PART FOURTEEN: BORROWING

- 14.1 The Association shall have full powers to borrow or raise or secure the payment of money in any manner deemed fit by the Board, from time to time, including via fundraising initiatives, where appropriate.
- 14.2 The Association may issue debentures or like security upon special resolution of the Members of the Association.

PART FIFTEEN: AUDITS

- 15.1 The books, accounts and records of the Association shall be audited at least once each fiscal year or as required in accordance with the Societies Act. The fiscal year of the Association in each year shall be April 1 to March 31.
- ~~15.2~~ The Board shall appoint an **independent accounting firm** as the duly qualified auditor **to conduct an audit from time to time at a minimum of once a year.**
- 15.3 The audited financial statement shall be presented to the Members for approval at each Annual General Meeting of the Association.

PART SIXTEEN: AMENDMENT TO BYLAWS AND SPECIAL RESOLUTIONS

- 16.1 The Bylaws of the Association may be rescinded, altered, or added to by way of a Special Resolution of the Members only.

PART SEVENTEEN: DISSOLUTION

- 17.1 Upon dissolution of the Association, all assets of the Association remaining after payment of liabilities shall be distributed to one or more registered charitable organizations operating in the Province of Alberta **as selected by the board.**